

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Chapter 11

Case No. 19-30088 (DM)

(Jointly Administered)

Objection Deadline: May 28, 2019 @ 4:00 p.m. (ET)

**MONTHLY STAFFING AND COMPENSATION REPORT OF
AP SERVICES, LLC FOR THE PERIOD
FROM JANUARY 29, 2019 THROUGH FEBRUARY 28, 2019**

In accordance with the *Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) Authorizing the Debtors to Employ and Retain AP Services, LLC to provide a Chief Restructuring Officer, Deputy Chief Restructuring Officer and additional personnel for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 1299], AP Services, LLC (“APS”) hereby submits its Monthly Staffing and Compensation Report for the period of January 29, 2019 through February 28, 2019 (the “Compensation Period”).

During the Compensation Period, APS incurred \$3,397,914.50 in fees and \$304,455.94 in expenses for a total amount of \$3,702,370.44, as reflected in the attached exhibits.

Dated: May 7, 2019

AP SERVICES, LLC
865 S Figueroa Street, Suite 2310
Los Angeles, CA 90017

/s/ John Boken

By: John Boken
Managing Director

EXHIBITS

Annexed hereto are the following exhibits for the Monthly Staffing and Compensation Report of AP Services, LLC for the Period from January 29, 2019 through February 28, 2019

Exhibit A - Summary of Compensation and Expenses

**Exhibit B - Summary of Fees and Hours by Professionals and
Description of Responsibilities of Professionals**

Exhibit C - Summary of Expenses

Exhibit A

AP SERVICES, LLC
Summary of Compensation and Expenses – Pacific Gas and Electric Company, et al.
For the Period January 29, 2019 through February 28, 2019

Professional Fees	\$ 3,965,614.00
Less 100% Travel Fees*	(567,699.50)
Total Current Fees	3,397,914.50
Expenses	304,455.94
Total Invoice	3,702,370.44
Less Net Retainer**	(2,649,265.97)
Total Net Amount Due	\$ 1,053,104.47

*AP Services, LLC ("APS") is intending to engage in discussions with the United States Trustee with regard to a reasonable amount of compensation for non-working travel. Pending such discussions, APS has not included any non-working travel charges in this Monthly Staffing and Compensation Report. APS is, therefore, submitting this Monthly Staffing and Compensation Report at this time, without prejudice to seeking compensation for such non-working travel in a subsequent filing.

**APS has completed its reconciliation of fees, reimbursable expenses, and payments received, including retainer payments, in connection with the pre-petition APS engagement on behalf of the PG&E entities ("PG&E"). The purpose of the reconciliation was to determine the final net amount of the retainer held by APS for the benefit of PG&E (the "Net Retainer") for application against post-petition fees and reimbursable expenses invoiced to PG&E by APS. The final Net Retainer figure is \$2,649,265.97. With respect to this Monthly Staffing and Compensation Report, APS will apply the Net Retainer balance against the fees and expenses detailed herein. As a result, the net amount due relating to this filing is \$1,053,104.47.

Exhibit B

AP SERVICES, LLC
Summary of Fees and Hours by Professionals and
Description of Responsibilities of Professionals – Pacific Gas and Electric Company, et al.
For the Period January 29, 2019 through February 28, 2019

PROFESSIONAL	APS TITLE	RESPONSIBILITIES	RATE	1/29/2019 - 2/28/2019	
				HOURS	FEES
James A Mesterharm	Managing Director	Develop and implement financial restructuring strategies; serve as lead AP Services resource on bankruptcy and restructuring issues; serve as key interface with creditor constituencies and other principal parties in interest; assist counsel in preparing and providing support for case motions, including testimony in bankruptcy court; provide transactional guidance, direction, and oversight; direct AP Services team and management on restructuring workstreams; oversee development of business plan and long-term forecast; assist management and advisors in development and negotiation of Plan of Reorganization	\$1,140	167.6	\$ 191,064.00
John Boken	Managing Director	Develop and implement financial and operational restructuring strategies; serve as lead AP Services resource and interface with creditor advisors, creditor constituencies, contract counterparties, and other principal parties in interest; provide operational guidance, direction, and oversight; oversee AP Services team and management in financing, liquidity management, operational improvement, diligence support, contract assessment, and other key restructuring workstreams; assist in leading process for development of business plan and long-term forecast; coordinate with counsel on support for case motions, including testimony in bankruptcy court; assist management and advisors in development and negotiation of Plan of Reorganization	\$1,140	287.3	327,522.00
Giacomo Cantu	Managing Director	Advise of various matters in connection with the cost reduction workstream	\$1,140	8.7	9,918.00
David R Hindman	Managing Director	Develop and implement operational restructuring and cost reduction strategies; serve as lead AP Services resource on energy procurement, contract portfolio, and counterparty management issues; lead AP Services team and management in identification and implementation of cost efficiency opportunities across all business units and support functions; assist in interface, communications, and diligence support with creditor advisors, creditor constituencies, contract counterparties, and other principal parties in interest; assist in development of business plan and long-term forecast, assumptions, and support	\$1,015	178.8	181,482.00
David MacGreevey	Managing Director	Assist with vetting potential successor trustee candidates	\$1,015	0.9	913.50
Robb C McWilliams	Managing Director	Direct engagement activities and priorities of working teams across multiple work streams and advise on various matters/issues related to segregation of the prepetition and postpetition liabilities, Monthly Operating Reports, Schedules of Assets and Liabilities, Reclamation claims, 503(b)(9) claims.	\$1,015	142.3	144,434.50
Eva Anderson	Director	Manage and facilitate development of responses to all diligence requests submitted by the Official Committee advisors and ad hoc creditor advisors. Support development of presentation materials for extensive on-site creditor advisor management meetings. Support Company's real estate team on bankruptcy-related owned and leased property issues.	\$945	228.5	215,932.50

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				HOURS	FEES
John Kaplan	Director	Support and oversee cost reduction workstream with specific focus on the development of a portfolio of initiatives that will meet cost reduction targets.	\$945	53.2	50,274.00
Phillip R Croom	Director	Support cost reduction workstream with specific focus on external spend related to MRO, aviation, fleet and freight. Analyze spend data, interview leaders and key stakeholders to develop hypotheses on cost reduction opportunities. Validate (or disprove) hypotheses to develop high confidence cost reduction opportunities in the areas listed above.	\$945	46.7	44,131.50
Steven A Aschkenase	Director	Develop modified people governance process to enable ongoing day to day operation while retaining visibility to cost impact. Define organization hygiene improvement opportunities. Assess prior affordability initiatives to identify those with greatest potential on a go-forward basis.	\$945	195.8	185,031.00
Subhash B Gullapalli	Director	Support cost reduction workstream with specific focus on executing cost reduction initiatives in the areas of IT (software, hardware, services), professional services, business and management consulting, staff augmentation and marketing & communications.	\$945	31.7	29,956.50
Ken Chan	Director	Support cost reduction workstream activities.	\$945	3.4	3,213.00
Bradley Hunter	Director	Lead liquidity and cash management workstreams. Manage development and maintenance of cash forecast and actual tracking models. Coordinate production of periodic cash forecast reports for internal and external reporting. Participate in regular meetings with management to review cash flow trends and liquidity status.	\$895	207.5	185,712.50
Erik Bell	Director	Support the formation and operation of the Spend Governance Committee. Participate in cost reduction efforts around the electric and power generation groups including the identification and evaluation of specific opportunities to reduce or defer capital outflows.	\$895	152.2	136,219.00
John C Labella	Director	Lead and manage process of building, implementing and maintaining a team of PG&E, AP Services and temporary staffing to suspend and manually review all invoices which use the 3-way match process for a determination if services or goods provided were in the pre or post petition period. Support and facilitate the design and implementation of a process for reviewing and then reinstating approximately 20 other accounts payable 'interfaces' for non-3-way match payables to determine pre and post petition evaluation.	\$895	201.2	180,074.00
Denise Lorenzo	Director	Design and manage process for submitting, approving and processing prepetition payments authorized under various first day motions (Supplier Management Committee). Design and manage process for reporting of executed prepetition payments and maintaining controls to ensure compliance with granted first day authority. Design and manage process for vetting and approving Operational Integrity Supplier designations.	\$830	250.2	207,666.00

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				HOURS	FEES
Michelle R Repko	Director	Develop and implement accounts payable segregation controls for liabilities managed and paid through certain channels. Advise company on matters related to authorized prepetition payments under various first day motion authority and support prepetition payment reporting and compliance requirements. Lead cross-functional effort with AP Services and company team members in collecting and developing content to be reported in the Schedules of Assets and Liabilities.	\$830	232.4	192,892.00
Brent Robison	Director	Develop process for managing and resolving reclamation demands by working with company personnel to reconcile demands in advance of filing reclamation report with the court. Work with company personnel to track information received on mechanic's liens and assist with resolving issues related to liens.	\$775	172.7	133,842.50
Eric J Powell	Director	Lead Construction Services and Engineering cost savings assessment which includes external sourcing labor and non-labor work and internal work and resource optimization; coordinate interaction and work across the electric and gas lines of businesses	\$775	55.7	43,167.50
Steven H Sun	Senior Vice President	Support cost reductions workstream with specific focus on development of labor model and analysis of PG&E internal labor spend for each line of business.	\$725	5.0	3,625.00
Elizabeth Kardos	Director	Assist in the preparation of retention documents, relationship disclosures reports and monthly staffing and compensation reports	\$685	32.5	22,262.50
Jarod E Clarrey	Senior Vice President	Liaison with Accounting and Legal departments to collect and interpret information in support of development of Schedules of Assets and Liabilities reports. Interfaced with all PG&E lines of business to identify and collect information related to executory contracts, supporting both the Schedules of Assets and Liabilities and the contract assessment process.	\$615	253.1	155,656.50
Jeff Ivester	Senior Vice President	Support spend governance workstream with development of committee presentations and execution of dashboard reporting. Identify and tracked cost reduction opportunities through weekly meetings with Power Generation and Electric Operations lines of business.	\$615	200.3	123,184.50
Jennifer A McConnell	Senior Vice President	Support diligence response workstream with development of response materials to diligence requests, coordination with company, counsel and other constituents, tracking of response status, and reporting/presentations related thereto.	\$615	187.7	115,435.50
Christopher S Atkins	Vice President	Support cost reduction workstream with analysis of third party spend data and focus on understanding of spend data cube. Formalize cost reduction hypotheses related to IT software and hardware, marketing, contingent labor and staff augmentation and prepare for preliminary interviews with relevant PG&E leadership.	\$600	41.7	25,020.00

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				HOURS	FEES
Chris J Dunbar	Independent Contractor	Support cash forecasting workstream by (1) developing a collections model and (2) engineering a process for incorporating energy procurement spend. Develop strategy around energy procurement cost reduction potential.	\$585	96.7	56,569.50
David M Purcell	Vice President	Support liquidity and cash management workstreams. Build and maintain cash forecast, track and analyze actual results, and develop cash forecast reports for internal and external parties.	\$565	250.5	141,532.50
Latonya Jones-Callaway	Vice President	Review vendor contracts and extract the contract details and noticing information to facilitate reporting of contracts in Schedules of Assets and Liabilities and noticing requirements.	\$565	79.2	44,748.00
Nitesh Neelanshu	Vice President	Support cost reduction workstream with specific focus on analytics and documentation support related to construction and engineering services spend optimization. Support PMO, steering committee and additional cost reduction efforts as necessary.	\$565	25.7	14,520.50
Peter C Hill	Vice President	Support cost reductions workstream with specific focus on development of labor model and analysis of PG&E internal labor spend for each line of business.	\$565	193.2	109,158.00
Kaitlyn A Sundt	Senior Vice President	Assist in the preparation of retention documents, relationship disclosures reports and monthly staffing and compensation reports	\$490	11.4	5,586.00
Spencer Dorsey	Vice President	Support liquidity, cash management and vendor management workstreams. Prepare daily cash report to monitor post-petition liquidity for PGE Treasury department/CRO/Deputy CRO. Build and maintain disbursements database to support payment tracking initiatives related to prepetition vs. postpetition payments and payments permissible under first day motion authority.	\$480	204.4	98,112.00
Tassie P Barr	Vice President	Review vendor contracts and extract the contract details and noticing information to facilitate reporting of contracts in Schedules of Assets and Liabilities and noticing requirements.	\$480	98.3	47,184.00
Laurie C Verry	Senior Vice President	Assist in the preparation of retention documents and relationship disclosures reports	\$490	7.6	3,724.00
Bruce Smathers	Vice President	Support cost reduction workstream with development of a rate based 3 statement business to be used to analyze proposed scenarios on cost reduction initiatives. Analyze spend and budget related to the cost reduction initiatives.	\$440	186.4	82,016.00
Lisa Marie Bonito	Associate	Assist with the preparation of monthly staffing and compensation reports	\$430	7.5	3,225.00
Brian Beilinson	Consultant	Support compliance with accounts payable segregation requirements by (1) designing a process and methodology for designating invoices and prepetition or post petition and (2) training and managing a team of 43 billing analysts tasked with reviewing and classifying all 3-way match PO invoices as pre-petition or post-petition.	\$425	202.7	86,147.50

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				HOURS	FEES
Zachary A Pollack	Consultant	Support compliance with accounts payable segregation requirements with development of SQLite database to analyze daily open invoices. Utilize daily SAP reports and the open invoices database to distribute daily invoice assignments queue to the invoice review team as well as report on payment blocks and their dispositions.	\$425	261.8	111,265.00
Zachary E Courie	Consultant	Support supplier management committee process with the design and implementation of payment request forms, management of committee meeting agendas, and creation of payments report. Advise company on proper adherence to supplier management committee guidelines/requirements, designation of prepetition invoices and analysis required to support evaluation of potential operational integrity suppliers.	\$425	242.5	103,062.50
Katharine G Glasscock	Consultant	Support efforts to collect and analyze required content for Schedules of Assets and Liabilities and manage database containing all content to be reported in the Schedules. Facilitate initial reconciliation of all reclamation and 503(b)(9) demands.	\$385	232.8	89,628.00
Barbara J Ferguson	Paraprofessional	Review vendor contracts and extract the contract details and noticing information to facilitate reporting of contracts in Schedules of Assets and Liabilities and noticing requirements.	\$305	102.5	31,262.50
Derrick Q Irving	Paraprofessional	Review vendor contracts and extract the contract details and noticing information to facilitate reporting of contracts in Schedules of Assets and Liabilities and noticing requirements.	\$305	44.1	13,450.50
Mary B Betik	Paraprofessional	Review vendor contracts and extract the contract details and noticing information to facilitate reporting of contracts in Schedules of Assets and Liabilities and noticing requirements.	\$305	51.7	15,768.50
Sean A Kuhl	Analyst	Supported development of claims and contracts web tool.	\$240	0.1	24.00
Total Professional Hours and Fees				5,636.2	3,965,614.00
Less 100% Travel Fees					(567,699.50)
Total Professional Fees					\$ 3,397,914.50

Exhibit C

AP SERVICES, LLC
Summary of Expenses - Pacific Gas and Electric Company, et al.
For the Period January 29, 2019 - February 28, 2019

EXPENSE CATEGORY	1/29/2019 - 2/28/2019	
	AMOUNT	
Airfare	\$	84,610.28
Airfare Change Fees		2,799.56
Airfare Service Charge		3,885.84
Cab Fare/Ground Transportation		21,692.05
Computer Supplies / Support		108.24
Lodging		169,599.35
Meals		14,916.41
Meals - Engagement Team		5,048.04
Other		256.37
Parking & Tolls		1,415.85
Postage/Messenger/Courier		25.5
Rental Car		83.91
Supplies		14.54
TOTAL EXPENSES	\$	304,455.94